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**英皇證券集團有限公司\***  
**Emperor Capital Group Limited**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 717)**

**POLL RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 25 FEBRUARY 2022  
AND  
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND  
MEMBERS OF BOARD COMMITTEES**

The Board is pleased to announce that all the proposed ordinary resolutions were duly passed by the Shareholders by way of poll at the AGM held today.

The Board also announces that at the AGM, Mr. Chu Kar Wing retired by rotation as an independent non-executive director of the Company while Mr. Wong Tak Ming, Gary was elected as a director of the Company and acts as an independent non-executive director of the Company upon conclusion of the AGM.

**I. Poll Results of the Annual General Meeting**

Reference is made to the circular of Emperor Capital Group Limited (the “**Company**”) dated 31 January 2022 (“**Circular**”) setting out, inter alia, the notice of annual general meeting (“**Notice**”) of the Company held on 25 February 2022 (“**AGM**”). Capitalized terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

All Directors of the Company, namely Ms. Daisy Yeung, Ms. Choi Suk Hing, Louisa, Ms. Pearl Chan, Mr. Chu Kar Wing (retiring director), Mr. Poon Yan Wai, Ms. Wan Choi Ha, had attended the AGM. The poll results of the ordinary resolutions (“**Resolutions**”) proposed at the AGM are as follows:

	Resolutions	Number of Votes (% to the total number of Shares voted at the AGM)		Total number of votes cast
		FOR	AGAINST	
1.	To receive and consider the Audited Consolidated Financial Statements of the Company for the year ended 30 September 2021 together with the Reports of the Directors and Independent Auditors.	3,111,174,970 Shares (100.00%)	0 Share (0.00%)	3,111,174,970 Shares

*\* for identification purpose only*

Resolutions	Number of Votes (% to the total number of Shares voted at the AGM )		Total number of votes cast	
	FOR	AGAINST		
2.	(A) To re-elect Ms. Choi Suk Hing, Louisa as Director.	3,110,910,970 Shares (99.99%)	264,000 Shares (0.01%)	3,111,174,970 Shares
	(B) To elect Mr. Wong Tak Ming, Gary as Director.	3,110,910,970 Shares (99.99%)	264,000 Shares (0.01%)	
	(C) To authorize the Board of Directors to fix the Directors' remuneration.	3,111,174,970 Shares (100.00%)	0 Share (0.00%)	
3.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the Board of Directors to fix their remuneration.	3,111,174,970 Shares (100.00%)	0 Share (0.00%)	3,111,174,970 Shares
4.*	(A) To grant to the Directors a general mandate to issue Shares.	3,055,422,970 Shares (98.21%)	55,752,000 Shares (1.79%)	3,111,174,970 Shares
	(B) To grant a general mandate to the Directors to buy back Shares.	3,111,174,970 Shares (100.00%)	0 Share (0.00%)	
	(C) To extend the general mandate granted to the Directors to issue additional Shares by the number of Shares bought back by the Company.	3,055,422,970 Shares (98.21%)	55,752,000 Shares (1.79%)	

\* Full text of Resolution 4 is set out in the Notice of AGM.

The Board is pleased to announce that as more than 50% of the votes were cast in favour of each of the Resolutions, all Resolutions were duly passed by the Shareholders as ordinary resolutions. The Company has appointed Tricor Secretaries Limited, the Company's Hong Kong Branch Share Registrar, to act as the scrutineer for the purpose of vote-taking at the AGM.

As at the date of the AGM, the total number of shares of the Company in issue was 6,740,845,724 Shares which was the total number of Shares entitling the holders to attend and vote at the AGM. There were no restrictions on any Shareholder to cast votes on any of the Resolutions.

## II. Change of Independent Non-executive Directors and Members of Board Committees

The Board also announces the following change of Independent Non-executive Directors and Members of Board Committees:

### **Retirement of Mr. Chu Kar Wing ("Mr. Chu")**

Mr. Chu has served the Board for over 9 years and being eligible, did not offer himself for re-election and retired by rotation as Independent Non-executive Director upon conclusion of the AGM. Following his retirement, Mr. Chu automatically ceased to act as the chairman of the Remuneration Committee as well as a member of the Audit Committee and the Nomination Committee under the Board.

Mr. Chu confirmed that he had no disagreement with the Board and there was no matter relating to his retirement that would need to be brought to the attention of the Shareholders.

### **Appointment of Mr. Wong Tak Ming, Gary (“Mr. Wong”)**

As resolution No. 2(B) above in relation to the election of Mr. Wong as Director was duly passed at the AGM, the appointment of Mr. Wong as Independent Non-executive Director took effect upon conclusion of the AGM held on 25 February 2022 filling the vacancy created by the retirement of Mr. Chu. At the same time, Mr. Wong succeeds Mr. Chu for his positions in the Audit Committee, Remuneration Committee and Nomination Committee.

The information of Mr. Wong that is required to be disclosed under Rule 13.51(2) of the Listing Rules (including his biographical details) were set out in Appendix I of the Circular and since then, there has been no change in all such information.

Mr. Wong confirmed that he meets all independence criteria as set out under Rule 3.13 of the Listing Rules.

### **Board Appreciation**

The Board would like to take this opportunity to express its sincere gratitude to Mr. Chu for his valuable contributions to the Group during his tenure of service and extend a warm welcome to Mr. Wong for joining the Board.

By order of the Board  
**Emperor Capital Group Limited**  
**Daisy Yeung**  
*Managing Director*

Hong Kong, 25 February 2022

As at the date hereof and after the above change of Directors, the Board comprises :

*Executive Directors:*

Ms. Daisy Yeung  
Ms. Choi Suk Hing, Louisa  
Ms. Pearl Chan

*Independent Non-Executive Directors:*

Mr. Poon Yan Wai  
Ms. Wan Choi Ha  
Mr. Wong Tak Ming, Gary